

**BEFORE THE COMMISSIONER OF COMMERCE AND INSURANCE FOR THE  
STATE OF TENNESSEE**

<b>TENNESSEE SECURITIES DIVISION,</b>	)	
<b>Petitioner,</b>	)	
	)	
<b>v.</b>	)	<b>No. 12.01-046282J</b>
	)	
<b>DYNETECH CORP., <i>ET AL.</i></b>	)	
<b>Respondents.</b>	)	

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**AGREED ORDER**

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The Tennessee Securities Division ("Division"), Petitioner, and Richard Young, Janice Young, Colonial Funding Group, and American Cash Flow Solutions (hereinafter collectively referred to as the "Respondents") agree to the entry of this Agreed Order in accordance with the Tenn. Code Ann. § 48-2-116 of the Tennessee Securities Act of 1980 ("Act"), as amended, Tenn. Code Ann. §§ 48-2-101, *et seq.*, which states that the Commissioner of Commerce and Insurance ("Commissioner") from time to time may make such orders as are necessary to carry out the provisions of the Act.

**GENERAL STIPULATIONS**

1. It is expressly understood by all parties that this Agreed Order is subject to the Commissioner's acceptance and has no force and effect until such acceptance is evidenced by the entry of the Commissioner.

2. Respondents, while neither admitting nor denying the allegations set forth herein, executes this Agreed Order solely for the purpose of avoiding further administrative action with respect to this cause. Furthermore, should this Agreed Order not be accepted by the Commissioner, it is agreed that presentation to and consideration of this Agreed Order by the Commissioner shall not unfairly or illegally prejudice the Commissioner from further participation or resolution of these proceedings.

3. Respondents fully understand that this Agreed Order will in no way preclude additional proceedings by the Commissioner against the Respondents for acts or omissions not specifically addressed in this Agreed Order for facts and/or omissions that do not arise from the facts or transactions herein addressed, nor does it preclude additional proceedings by the Commissioner against the Respondents based upon these facts or transactions herein addressed by some other Division of the Commissioner.

4. Respondents expressly waive all further procedural steps, and expressly waive all rights to seek judicial review of or to otherwise challenge or contest the validity of the Agreed Order, the stipulations and imposition of discipline contained herein, and the consideration and entry of said Agreed Order by the Commissioner.

5. The Act places the responsibility for the administration of the Act on the Commissioner. The Division is the lawful agent through which the Commissioner discharges this responsibility. Tenn. Code Ann. § 48-2-115.

## **FINDINGS OF FACT**

6. American Cash Flow Solutions (“ACFS”) is a business entity whose principal place of business is located at 2140 Pine Meade, Knoxville, TN. 37293. ACFS has never been registered with the Division as a broker-dealer, investment adviser, or agent of a broker-dealer or investment adviser.

7. Colonial Funding Group (“CFG”) is a business entity whose principal place of business is located at 2140 Pine Meade, Knoxville, TN. 37293. CFG has never been registered with the Division as a broker-dealer, investment adviser, or agent of a broker-dealer or investment adviser.

8. Richard Young (“Young”) is an individual whose address is located at 2140 Pine Meade, Knoxville, TN 37923. Young has never been registered with the Division as a broker-dealer, investment adviser, or agent thereof. Young is the director of ACFS.

9. Janice Young (“J. Young”) is an individual whose address is located at 2140 Pine Meade, Knoxville, TN 37923. J. Young has never been registered with the Division as a broker-dealer, investment adviser, or agent thereof. J. Young is the operations manager of ACFS.

10. During the period of May 2002 through November 2002, the Respondents operated websites through American Cash Flow Corporation (“ACFC”) that solicited the general public to contact them regarding the purchase of account receivables, real estate and business funding.

11. The website operated by the Respondents was still online as of the date the summary order in this matter was entered by the Commissioner. The website now states the following: “American Cash Flow Solutions has ceased all operation as of June 23, 2003.”

12. CFG also ceased operations in Tennessee on or around June of 2003.

## **CONCLUSIONS OF LAW**

13. Pursuant to Tenn. Code Ann. § 48-2-115(a), the responsibility for the administration of the Act is upon the Commissioner. The Division is the lawful agent through which the Commissioner discharges this responsibility.

14. Pursuant to Tenn. Code Ann. § 48-2-116, the Commissioner may make, promulgate, amend, and rescind such orders as are necessary to carry out the provisions of this Act and that such order is in the public interest, necessary for the protection of investors and consistent with the purposes fairly intended by the policy and provision of the Act

15. Tenn. Code Ann. § 48-2-104 provides, in pertinent part, that:

(a) It is unlawful for any person to sell any security in this state unless:

- (1) It is registered under this part;
- (2) The security or transaction is exempted under § 48-2-103; or
- (3) The security is a covered security.

16. Tenn. Code Ann. § 48-2-109(a) provides, in pertinent part, that:

It is unlawful for any person to transact business from or in this state as a broker-dealer or agent unless such person is registered as a broker-dealer or agent under this part.

17. Respondents neither admit nor deny the findings of fact and conclusions of law contained herein but hereby acknowledge the Commissioner's authority to administer said statutes and concede that the Commissioner's interpretation of the statutes are reasonable and enforceable.

18. Therefore, Respondents, in order to avoid any further expenses or costs associated with litigating this matter, hereby desire to enter into this Agreed Order.

19. Based on the Findings of Fact and Conclusions of Law contained herein, the Commissioner concludes that the Respondents have violated the Act, specifically at Tenn. Code Ann. §§ 48-2-104 and 109.

### **ORDER**

**NOW, THEREFORE**, on the basis of the foregoing, and the waiver by Respondents of their rights to a hearing and appeal under the Act and Tennessee's Uniform Administrative Procedures Act, at Tenn. Code Ann. §§ 4-5-101 *et seq.*, and the admission by the Respondents of the jurisdiction of the Commissioner, the Commissioner finds that the Respondents have agreed to the entry of this Order and that this Order is appropriate, in the public interest and necessary for the protection of investors.

**IT IS ORDERED**, pursuant to Tennessee Code Ann. § 48-2-116 of the Act that:

1. The Respondents shall not offer or sell securities in this State until such time as the Respondents have appropriately registered such securities under the Act, as provided at Tenn. Code Ann. § 48-2-104.
2. The Respondents shall not transact business in this State as a broker-dealer, investment adviser or agent thereof without first having appropriately registered as a broker-dealer, investment adviser or agent thereof under the Act, as provided at Tenn. Code Ann. § 48-2-109.
3. The Respondents shall fully and completely cooperate with the investigation and litigation of this and any related matter conducted by the Division and/or the Office of the Tennessee Attorney General ("OAG"), including but not limited to providing truthful and accurate testimony in any administrative, civil or criminal matter brought by or referred by the Division and/or to the OAG and/or to the appropriate district attorney general.

4. The Respondents further acknowledge that should they fail to comply with any of the provisions of this Order, the Division may enforce this Order in the Chancery Court of Davidson County, Tennessee, pursuant to Tenn. Code Ann. § 48-2-119. In addition, the Division may impose additional sanctions, civil penalties and costs and seek other appropriate relief for violation of this Agreed Order, subject to the Respondents' right to a hearing, pursuant to the Act and the Uniform Administrative Procedures Act, as amended, at Tenn. Code Ann. §§ 4-5-101, *et seq.*

**IT IS FURTHER ORDERED** that this Agreed Order represents the complete and final resolution of and discharge of all administrative claims, demands, actions and causes of action by the Division against the Respondents for violations of the Act which relate specifically to all actions and/or omissions by Respondents which are so described in this Agreed Order. This Agreed Order shall not be construed to apply to any other facts or circumstances other than to the actions and/or omissions of the Respondents as set forth herein.

This Agreed Order is in the public interest and in the best interests of the parties, and represents a compromise and settlement of the controversy between the parties and is for settlement purposes only. By the signatures affixed below, the Respondents affirmatively state that they have freely agreed to the entry of this Agreed Order, that they have been advised that they may consult legal counsel in this matter, and have had the opportunity to consult with legal counsel should they have desired to do so, that they waive their right to a hearing on the matters underlying this Agreed Order and to a review of the Findings of Fact and Conclusions of Law contained herein, and that no threats or promises of any kind have been made by the Commissioner, the Division, or any agent or representative thereof.

The parties, by signing this Agreed Order, affirmatively state their agreement to be bound by the terms of this Agreed Order and aver that no promises or offers relating to the circumstances described herein, other than the terms of settlement set forth in this Agreed Order, are binding upon them.

**SO ORDERED.**

Entered this the 9th day of December, 2003.

Paula A. Flowers

Paula A. Flowers, Commissioner  
Department of Commerce and Insurance

**APPROVED FOR ENTRY:**

Richard Young

By: Richard Young

Title: OWNER

American Cash Flow Solutions

~~Colonial Funding Group~~ NY

2140 Pine Meade

Knoxville, TN. 37293

Richard Young

Richard Young

2140 Pine Meade

Knoxville, TN. 37293

Kevin C. Bartels

Kevin C. Bartels (BPR # 020618)

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Janice Young

Janice Young

2140 Pine Meade

Knoxville, TN. 37293

**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that a true and correct copy of the foregoing has been served upon the person(s) listed below by delivering same or posting same in the United States Mail, Certified Mail, Return Receipt Requested: Richard Young, 2140 Pine Meade, Knoxville, TN. 37293

This the 18<sup>th</sup> day of November, 2003.

Kevin C. Bartels

Kevin C. Bartels